



Store Support Center • 2455 Paces Ferry Road NW • Atlanta, GA 30339
(770)433-8211

May 8, 2006

VIA HAND DELIVERY

Franklin Gray, III, Chief, Risk Management and Applications Section II
Federal Deposit Insurance Corporation
550 17th Street NW, Room F-4054
Washington, DC 20429

RE: EnerBank USA Interagency Notice of Change in Control

Dear Franklin:

Attached are three copies of our Interagency Notice of Change in Control for our proposed acquisition of EnerBank USA from CMS Energy Corporation.

The following volumes constitute the application:

Volume 1: Interagency Notice of Change in Control – Public

Volume 2 : Appendices Including the Acquisition Business Plan – Confidential

Pursuant to the applicable rules and regulations of the FDIC, including 5 U.S.C. § 552(b)(4), we hereby request that all of the documents in Volume 2 be afforded confidential treatment. With the exception of the biographical information of an individual, these documents and the information contained in them constitute confidential information and trade secrets of EnerBank USA and The Home Depot and are not otherwise publicly available. A public disclosure of this information could cause substantial harm to EnerBank USA and The Home Depot by providing competitors with significant financial and operational information concerning EnerBank USA and The Home Depot's business plans and strategies. The biographical information of the individual involved is personal information and not otherwise available. A public disclosure of this information would constitute an unwarranted invasion of personal privacy.

Should you require any additional information regarding the enclosed, please contact me at 770-384-2526.

Sincerely,

James A. Stoddart
Sr VP, Growth Initiatives
The Home Depot, Inc.

Enclosures

cc: Joseph M. Hull, Case Manager, Federal Deposit Insurance Corporation
John F. Carter, Regional Director, Federal Deposit Insurance Corporation
G. Edward Leary, Commissioner, Utah Dept. of Financial Institutions
Thomas T. Billings, Van Cott, Bagley, Cornwall & McCarthy PC



Interagency Notice of Change in Control

Public reporting burden for the collection of information for this notice is estimated to average 30 hours, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th St. and Constitution Ave., NW, Washington, DC 20551; Licensing Activities Division, Comptroller of the Currency, 250 E Street, SW, Washington, DC 20219; or Office of Supervision Policy, Office of Thrift Supervision, 1700 G Street, NW, Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

General Information and Instructions

Preparation and Use

This form is used to file notice to acquire control of a depository institution or a holding company, pursuant to the Change in Bank Control Act, as amended (12 U.S.C. 1817(j)). As used in this form, "holding company" means a bank holding company, a savings and loan holding company, or other company that controls a depository institution. The information must be submitted to the appropriate regulatory agency of the institution whose shares are to be acquired. All inquiries on preparation of the notice should be directed to that agency which, in some circumstances, may modify the information requested.

The regulatory agency will review the submitted notice to determine if it is complete. If the submitted notice is not complete, the regulatory agency may either request additional information or it may return the notice. If the required information is not available, please explain. When the notice is complete, the regulatory agency will confirm its determination in writing. The questions are not intended to duplicate information supplied on another form or in an exhibit; a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific location in the documents, so the information can be found easily.* If additional space is needed to provide complete answers, please attach additional sheets or exhibits.

For additional information regarding the processing procedures and guidelines, and any supplemental information that may be required, refer to the appropriate regulatory agency's procedural guidelines (that is, *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 CFR Part 303) and relevant policy statements, or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction, or visit its Web site at www.occ.treas.gov, www.fdic.gov, www.ots.treas.gov, or www.federalreserve.gov.

Biographical and Financial Report

To assist the regulatory agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* must be submitted for each person named in the notice.

Supporting Information

The formal questions in the notice are not intended to limit the acquirer's presentation, and the regulatory agency may request additional necessary information. If any information furnished in the notice changes materially during the processing of the notice or prior to consummation, such changes should be communicated promptly to the regulatory agency with which the notice was filed.

Compliance

The proposed acquirer is expected to comply with all representations and commitments made in this notice.

Transactions subject to the Hart-Scott-Rodino Antitrust Improvement Act of 1976 (15 U.S.C. 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice.

Notice of Publication

An acquirer must publish an announcement of the proposed acquisition in a newspaper of general circulation in the community in which the head office of the depository institution or holding company is located. In the case of a bank holding company, an announcement also must be published in each community in which the head office of a bank subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate regulatory agency. Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Confidentiality

Any acquirer desiring confidential treatment of specific portions of the notice must submit a request in writing with the submission of the notice. The request must discuss the justification for the requested treatment. An acquirer's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." An acquirer should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the notice.

An acquirer should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the acquirer of any decision to publicly release information labeled as "Confidential."

Interagency Notice of Change in Control

1. Identify:

(a). Name and address of proposed acquirer(s):

**The Home Depot, Inc., a Delaware corporation
2455 Paces Ferry Road, NW
Atlanta, Georgia 30339**

(b). Name and address of depository institution or holding company whose shares are to be acquired:

**EnerBank USA
1245 East Brickyard Road, Suite 100
Salt Lake City, Utah 84106**

(c). Name, title, employer, address, telephone number, fax number, and e-mail address of the person to whom inquiries concerning this notice may be directed:

**Thomas T. Billings, Esq.
Van Cott, Bagley, Cornwall & McCarthy (A Professional corporation)
50 South Main Street, Suite 1600
Salt Lake City, Utah 84145-0340
Telephone Number: (801) 237-0395
Fax Number: (801) 237-0823
E-mail Address: tbillings@vancott.com**

2. Is this notice being filed prior to the acquisition of control? Yes ☒ No ☐

3. For each class of voting securities of the depository institution or holding company to be acquired, provide the total number of voting shares:

(a). Authorized: **100,000**

(b). Currently Outstanding: **100**

(c). Pro forma Outstanding: **100**

4. Provide the following information. For any shares registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable.

Full name of each acquirer or transferee	Number of shares per class of securities now owned, controlled, or held	Number of shares per class of securities to be purchased by or transferred to the acquirer or transferee	Number of shares per class of securities after completion of acquisition
The Home Depot, Inc.	0	100	100
TOTAL	0	100	100
Total as percent of shares outstanding per class of securities	0 %	100 %	100 %

5. Indicate:

- (a). The purchase price(s) per share of shares to be acquired:
- (b). Total purchase price for the entire proposed transaction:
- (c). The current book value per share:

Answers to Questions 5(a), (b), and (c) are set forth in Confidential Appendix C.

- (d). The current market value per share (including date and source of information, if available): **No market price. EnerBank USA is a subsidiary of CMS Energy Corporation.**

6. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements, non-compete agreements, employment contracts, and trust agreements.

On May 2, 2006, The Home Depot, Inc. entered into a Stock Purchase Agreement with CMS Energy Corporation and CMS Capital, L.L.C. pursuant to which Home Depot will acquire from CMS Capital one hundred percent of the outstanding shares of EnerBank. The Acquisition is structured as a stock purchase and not as an asset acquisition or merger. The Acquisition is subject to satisfaction of certain closing conditions, including the receipt of regulatory approvals from the FDIC under the Change in Bank Control Act and from the Utah Department of Financial Institutions under applicable Utah law.

A copy of the Stock Purchase Agreement is included in Confidential Appendix H. The Stock Purchase Agreement includes specific share holder agreements,

non-compete agreements, and disclosures of employment of EnerBank USA's existing employment contracts with certain EnerBank employees.

7. Provide the following information.

Name of each Acquirer or transferee	Total purchase price	Source and amount of funds
The Home Depot, Inc.	See Confidential Appendix C	Cash on hand
TOTAL	See Confidential Appendix C	Cash on hand

- (a) If cash funds will be used, provide copies of checking, savings, or money market account statements. If assets will be liquidated, list those assets and provide a copy of the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.

Financial information on The Home Depot appear in Confidential Appendix G.

No assets will be liquidated to fund this acquisition.

- (b) If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, endorsers, co-makers, and any other arrangements, agreements, and understandings between and among the parties. If applicable, submit a copy of any loan commitment letter.

The Home Depot anticipates funding the acquisition from available cash on hand and existing funding sources. No funds would be specifically borrowed to fund this acquisition.

- (c) Indicate the means through which the borrowed funds will be repaid. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

No funds would be specifically borrowed to fund this acquisition.

8. Provide the following information.

Name of each Seller or transferor	Number of shares per class of voting securities now held	Number of shares per class of voting securities to be sold or transferred	Number of shares per class of voting securities after completion of acquisition
CMS Capital, L.L.C.	100	100	0
Total	100	100	0
Total as percent of total shares outstanding per class of voting securities	100%	100%	0%

9. Identify any person or parties employed, retained, or to be compensated by any acquirer, or by any person on behalf of any acquirer, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.

No person or parties have been employed, retained or are being compensated to make solicitations to stockholders. EnerBank USA is a wholly owned subsidiary of CMS Energy Corporation.

10. List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.

No invitations, tenders or advertisements are being sent to stockholders. EnerBank USA is wholly owned subsidiary of CMS Energy Corporation.

11. Describe in detail any plans or proposals that any acquirer may have to: (a) liquidate the depository institution or holding company to be acquired, (b) sell its assets, (c) merge it with any company, or (d) make any other significant change in its business strategy or corporate structure.

The following is a summary of The Home Depot's plans for EnerBank USA. (A detailed business plan appears in Confidential Appendix D).

Subject to regulatory approval, The Home Depot plans to acquire EnerBank USA, a highly specialized, singularly focused home improvement lender.

EnerBank USA's only business is funding fixed-rate, unsecured, closed-end, direct consumer installments loans for a broad range of home improvement projects, including door and window installation, heating and air conditioning upgrades, kitchen and bath remodeling, roofing and siding projects, landscaping work, and other interior and exterior upgrades.

EnerBank:

- ***Does not solicit business directly from consumers. All of EnerBank's business results from customer referrals by home improvement and remodeling contractors. By providing a convenient source for loans that contractors can offer their customers, EnerBank helps contractors grow their businesses, especially the smaller, local contractors who may not have alternative options from traditional lending institutions.***
- ***Does not provide retail financing or credit cards for consumer purchases or trade financing for a contractor's material purchases. EnerBank provides loans which cover the total contractor price of a home improvement project (including the contractor's cost of material, labor, other direct expense, overhead and profit). The homeowner's responsibility to repay an EnerBank loan is initiated when the homeowner is satisfied that a contractor has completed a home improvement project and when the homeowner endorses an EnerBank check to the contractor.***
- ***Does not have branches or local offices and does not meet with customers face-to-face. All of EnerBank's customer interactions are over the phone, via mail and via e-mail.***
- ***Has a proven business model and demonstrated compliance with regulatory guidelines. Since receiving its Industrial Bank charter in 2002, EnerBank has demonstrated the viability of its business, with continued annual growth of its customer base and loan portfolio. EnerBank achieved break-even and profitability in its third year of operations. At the same time, EnerBank has a very high-quality loan portfolio with high average FICO scores and low rates of loan charge-offs. EnerBank has continued to meet regulatory requirements for leverage and risk ratios.***

The Home Depot's intention is to facilitate growth of EnerBank's existing business model:

- ***The Home Depot has no plans to liquidate EnerBank, sell EnerBank's assets, merge EnerBank with another company, or make any significant change in its business strategy or corporate structure.***

- The Home Depot *has no plans* to change EnerBank's business strategy, business focus, or processes:
 - The business plan contains *no plans* for EnerBank to issue credit or debit cards, process credit card payments, offer home improvement loans directly to consumers at Home Depot stores, or offer trade credit directly to contractors for purchases made at Home Depot stores.
 - The Home Depot *has no plans* to establish local branch offices of EnerBank and has no plans to use the acquisition of EnerBank to enter the business of branch banking through its stores. Branch operations have no strategic value to the EnerBank business model, and branch banking does not fit The Home Depot's core business strategy.
 - The Home Depot anticipates that EnerBank will continue to use its current funding approaches, although it anticipates that EnerBank will continue to look for the most cost effective funding alternatives.
- The Home Depot *has no plans* to change EnerBank's corporate structure:
 - EnerBank will continue to operate independently at an "arms-length" from its parent. As required by law, EnerBank will continue to be managed by a board of directors independent of The Home Depot. EnerBank information and operating systems will operate independent of The Home Depot's information and operating systems.
 - The Home Depot's intention is to retain the current management team and current independent directors. No change to the location of EnerBank's headquarters is being proposed.
 - EnerBank will continue to make loan approval decisions independent of its parent company. EnerBank's offering of financial services will not be tied to purchases from The Home Depot. EnerBank will continue to use its current credit policies and risk management procedures.

EnerBank's current business and strategic focus are an outstanding fit with The Home Depot:

- Both EnerBank and The Home Depot share a common focus on the home improvement market.

- EnerBank's unique capability and process help contractors and trade professionals grow their businesses. EnerBank has had significant success helping local, small contractors achieve business success. This fits with The Home Depot's desire to expand its relationships with contractors and trade professionals – especially the local, small contractors that are core to The Home Depot's business.

The Home Depot believes that the acquisition will result in significant expansion of EnerBank's growth potential. EnerBank services will be introduced to The Home Depot's very large commercial customer base – which includes potentially hundreds of thousands of home improvement and remodeling contractors that EnerBank can partner with. The Home Depot would also support EnerBank's growth with its current partner sponsors and contractors.

This growth will benefit The Home Depot in two ways:

- Based on projections of EnerBank's financial performance, The Home Depot anticipates that EnerBank will generate an attractive return on The Home Depot's equity investment.
- The Home Depot believes that EnerBank's ability to help contractors be more successful will strengthen The Home Depot's affinity relationship with its contractor customers, and as a result, they will be more likely to purchase their materials from The Home Depot. (However, no EnerBank loan will be tied in any way to purchases at Home Depot stores).

Today, EnerBank loans do not directly finance contractor purchases of material. EnerBank loans cover the contractor's total price for a home improvement contract, and do not specify how or where the contractor should spend loan proceeds. Initiation of an EnerBank loan only requires that the contractor's homeowner customer be satisfied with the contractor's performance. This will not change after The Home Depot acquires EnerBank. For example, contractors will not be able to purchase material with an EnerBank check in one of The Home Depot's retail stores.

The Home Depot has the financial strength and resources to provide EnerBank with the capital required for EnerBank's growth:

- In addition to the acquisition price, at closing, The Home Depot will make an up-front investment of additional equity adequate to maintain appropriate leverage and risk ratios through the third year of the proposed three-year business plan.

- **The Home Depot will also enter into a Capital Assurance and Liquidity agreement with EnerBank in a form acceptable to FDIC and Utah regulators. Under this agreement, The Home Depot would commit to provide the equity necessary for EnerBank to meet required leverage and risk ratios.**
- **The Home Depot will provide EnerBank with an accessible line of credit.**

Community service is an integral part of The Home Depot's corporate values. As part of The Home Depot family, EnerBank would achieve "outstanding" ratings on implementing its Community Reinvestment Act strategic plan, as compared to the "satisfactory" ratings received by EnerBank in past regulatory reviews. The Home Depot will submit a new Community Reinvestment Act strategic plan as part of the regulatory approval of this Change-In-Control application.

Overall, the impact of the proposed Change-in-Control is to move an existing, proven business from one corporate owner to another. Because of the strategic fit with its business, The Home Depot will support the growth of EnerBank's existing business model with The Home Depot's considerable business and financial resources. The Home Depot's proposed business plan represents a prudent approach for The Home Depot to bring a proven banking operation into its family of businesses. The plan is conservative, achievable, and appropriately balances growth with safety and soundness concerns.

12. If changes are contemplated in the board of directors or senior executive officers of the depository institution or holding company to be acquired, provide a current and pro forma list of officers and directors. The regulatory agency with which this notice has been filed should be contacted to determine the filing or other information requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 USC 1831j).

The Home Depot intends to retain EnerBank's current senior management team, and will also retain EnerBank's current outside directors on the bank's Board of Directors.

After the acquisition is completed, the board seat currently occupied by Mr. Thomas Webb, CFO of CMS Energy, will be filled by Mr. James Stoddart, The Home Depot Senior Vice President, Growth Initiatives. Mr. Stoddart will be the shareholder's representative on the Board and will be the person responsible for the Bank's performance and success at the parent level.

After joining Home Depot in February 2002 as Vice President of National Accounts, Mr. Stoddart became the President of The Home Depot Supply Division in May 2002. Mr. Stoddart became Senior Vice President, Growth Initiatives in February 2005, responsible for developing and growing new

businesses for The Home Depot. Prior to joining The Home Depot, he was Senior Vice President at Exodus Communications, responsible for global data center construction and facilities operations. Before Exodus, he was Vice President at Case Corporation in positions with responsibilities that included product management, marketing, company store operations, business unit management, and business development. He began his career at General Electric, progressing through a variety of management positions that included responsibilities for sales, new business ventures, marketing and engineering. Mr. Stoddart holds a Bachelor's Degree in Mechanical Engineering from Purdue University and a Master's Degree in Business Administration from the Harvard Business School.

Mr. Stoddart's interagency biography and financial information is attached as Confidential Appendix M.

13. For each acquirer, indicate any positions currently held (director, officer, or employee) in any other depository institution or holding company. Also indicate if any acquirer directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote 10 percent or more of any class of voting securities or other voting equity interests of any other depository institution or holding company.

Name of each acquirer or transferee	Name and address of each depository institution or holding company	Position and Date appointed	Percent ownership of institution
The Home Depot, Inc.	None	None	None

14. If any office of any depository institution or holding company with which the acquirer is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.

The Home Depot is not associated with a depository institution holding company.

15. If the proposed acquirer is not an individual (or a group of individuals acting in concert) and the acquirer is engaged, directly or indirectly (including through a subsidiary), in insurance activities that are supervised by a state insurance regulator, provide: (a) The name of the company, (b) A description of the insurance activity that the company is engaged in and has plans to conduct, (c) A list of each state and the

lines of business in that state in which the company holds, or will hold, an insurance license. Indicate where the company holds a resident license or charter, as applicable.

The Home Depot is not engaged in insurance activities that are supervised by a state insurance regulator.

Privacy Act Notice

A copy of this document is provided to the appropriate regulatory agency as required under 12 USC 1817(j) and implementing regulations. This notice, including supporting material, is available to the public upon request under the provisions of the Freedom of Information Act (5 USC 552). Contact the appropriate regulatory agency for the specific procedures under which the notice would be disclosed to the public. To the extent that it contains personal and financial information concerning individual acquirers of depository institutions and holding companies, the information may be subject to the Privacy Act of 1974 (5 USC 552a), which provides safeguards for personal information. The applicability of the Privacy Act to the information provided on this document will depend on the manner in which the appropriate federal banking agency maintains such information.

This form solicits information that will enable the regulatory agencies to evaluate and make a decision on each proposed change in control under the standards prescribed by the Change in Bank Control Act. Failure to provide information requested in connection with the processing of this notice could result in disapproval of a proposed acquisition or a determination that complete notice has not been submitted. Any person acquiring control of a depository institution or holding company without filing a notice prior to the proposed acquisition may be subject to substantial civil money penalties. The Change in Bank Control Act requires the regulatory agencies processing this notice to furnish copies of this information to other federal and state banking authorities. Where possible violations of laws or regulations are disclosed, relevant information may be made available to other regulatory agencies or other law enforcement or governmental agencies. Identification of parties to a proposed transaction and details of that transaction, to the extent material to the regulatory agency's determination, may be incorporated in orders and notices issued under the Change in Bank Control Act or otherwise made public.

Certification


This notice must be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 USC 1001 and 1007.

I acknowledge that approval of this notice is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 8th day of July, 2006

The Home Depot, Inc.

By: 
Name: **James Stoddart**
Its: **Senior Vice President**

Appendix A
Acquisition of EnerBank USA by The Home Depot

Public Notice

When this application is accepted as complete by the Utah Department of Financial Institutions, the following notice will run for three days in a newspaper of general circulation in the Salt Lake City community:

"In accordance with Rule R331-17 of the Utah Department of Financial Institutions, notice is hereby given that The Home Depot has applied to the Department of Financial Institutions of the State of Utah for approval to acquire control of EnerBank USA, an industrial bank, which is located at 1245 Brickyard Road, Suite 100, Salt Lake City, Utah 84106. This application was accepted as complete on _____, 2006.

Any person wishing to comment on this application may submit written comments to the Commissioner of Financial Institutions within 20 days following the publication of this notice. The commissioner's address is P.O. Box 146800, 324 South State, Suite 201, Salt Lake City, Utah 84114-6800, telephone 801-538-8830."

When this application is accepted as complete by the Federal Deposit Insurance Corporation, the following notice will run for three days in a newspaper of general circulation in the Salt Lake City community:

"In connection with the acquisition of EnerBank USA, The Home Depot has submitted a notice to the Federal Deposit Insurance Corporation ("FDIC") pursuant to the Change in Bank Control Act. As a result of acquiring 100% of the voting shares of EnerBank USA, The Home Depot will acquire EnerBank USA, which is a Utah industrial bank located at 1245 Brickyard Road, Suite 100, Salt Lake City, Utah 84106.

The FDIC has accepted the notice as substantially complete on _____, 2006.

Any person wishing to comment on this application may file his or her comments in writing with the Regional Director of the FDIC at the FDIC San Francisco Regional Office located at 25 Jessie Street at Ecker Square, San Francisco, California 94105. Comments must be submitted not later than 20 days after the date of this publication. The non-confidential portions of the application are on file in the Regional Office and are available for public inspection during regular business hours. Photocopies of the non-confidential portions of the application file will be made available upon request. "

Appendix B
Acquisition of EnerBank USA by The Home Depot

CRA Strategic Plan

The Home Depot will submit a new Community Reinvestment Act Strategic Plan as part of the regulatory approval process of this Change In Control application.

For reference, this appendix sets forth EnerBank's recently revised CRA Strategic Plan, which has been submitted but not as yet approved by the FDIC and the Utah Department of Financial Institutions.